

Daniel J. Berman, Esq.
Suite 503, Bank of Guam Building
111 Chalan Santo Papa
Hagatna, GU 96910

August 22, 2013

Invoice # 22392

Northern Mariana Islands
Retirement Fund

c/o Lillian Pangelinan, Plan Administrator,
P.O. Box 501247, Saipan, MP 96950
c/o Trustee Ad Litem Joseph C. Razzano
330 Hernan Cortez Ave, Ste 200, Hagatna, GU
96910

In Reference To: Northern Mariana Islands Retirement Fund 2012

Professional Services

		<u>Hours</u>	<u>Amount</u>
7/1/2013	DJB	0.50	125.00
	Teleconference with AGO Patel and meet and confer TAL JR re: status [REDACTED] employees of Retirement Fund; draft Settlement Agreement deadline, question and answers for public and review Atty. BH edits.		
	DJB	0.25	62.50
	Legal analysis and teleconference with TAL JR re: deficiency of ERC from DOF, ERC from NMC and related failure to satisfy Payment Orders; review [REDACTED] requirements and related costs; status of [REDACTED] production.		
	DJB	0.25	62.50
	Draft opinion to TAL JR re: status of ERC debt collection from DOF and NMC, history of settlement negotiations, problems with anticipated terms of settlement.		

			<u>Hours</u>	<u>Amount</u>
7/1/2013	DJB	Draft demand letter to NMC Atty. M. Scoggins re: \$1.7M ERC share must be paid.	0.75	187.50
	DJB	Draft demand letter to DOF, AGO R. Patel re: \$7.5M DOF's ERC share of NMC must be paid.	0.50	125.00
7/2/2013	DJB	Review and draft reply correspondence to Atty. [REDACTED] TAL JR control case of Bellas Counterclaim re: deadline for response, notice of removal option.	0.25	62.50
	DJB	Review and draft reply opinion and correspondence to Atty. [REDACTED] TAL JR re: [REDACTED] claims such as truth-in-lending, claims against federal agent and officer.	0.25	62.50
	DJB	Teleconference and legal analysis with Atty. [REDACTED] re: drafting Opposition to Motion to Dismiss, Opposition to Motion to Remand, [REDACTED] document production, Saipan work plan and preparation, [REDACTED] boxes, Bellas Counterclaim for truth-in-lending violation, collection of NMC and DOF debt for employer contributions.	0.50	125.00
	DJB	Meet and confer and legal analysis with TAL JR re: Fund status of ERC collection from NMC and DOF, [REDACTED] concerns on settlement, [REDACTED] opinion that no removal will be sought.	0.25	62.50
	DJB	Review and draft reply to [REDACTED] Response to 1st RFP, Objections, deadline concerns, priorities, extension of time and response.	0.25	62.50
	DJB	Legal analysis and teleconference with [REDACTED] Atty. [REDACTED] re: [REDACTED] documents for production; draft correspondence to Atty. [REDACTED] Atty. [REDACTED] and Dion re: coordinate plan for work on Friday and Saturday.	0.75	187.50

			<u>Hours</u>	<u>Amount</u>
7/2/2013	DJB	Review and draft reply correspondence to TAL JR, Atty. [REDACTED] re: Schedule Order applicable to District Court <u>Betty Johnson</u> proceedings and the removed action.	0.25	62.50
7/3/2013	DJB	Meet and confer TAL JR re: [REDACTED] production, Retirement Fund Staffing pattern, Wilshire N. McGuire re: revised Excel spreadsheet and table for Retirement Fund payment.	0.25	62.50
	DJB	Supervise and organize Atty. [REDACTED] and Dion re: search and retrieve archive documents in the Fund building for Response [REDACTED]	0.25	62.50
7/4/2013	DJB	Review [REDACTED] document production correspondence and Atty. [REDACTED] table and list of previous production [REDACTED] method, status of Retirement Fund claims on DOF, NMC, GHLIP and Bellas Counterclaim status.	0.25	62.50
7/5/2013	DJB	Gate Guam to Saipan Gate; Meet and confer and legal analysis with Retirement Fund staff Dion Mesta, Atty. [REDACTED] re: coordinate, research and retrieve responsive Retirement Fund documents for [REDACTED] building roof, third, second and first floor; review USB documents, history of scanned pdf saved records, network and server, movement box, re-pack and storage, design archive organization [REDACTED] method; legal analysis with Atty. BH, Atty. VA re: draft response answers and objections [REDACTED] documents.	8.00	2,000.00
7/6/2013	DJB	Coordinate, supervise, and meet and confer with Atty. [REDACTED] Mesta re: document production for [REDACTED] search, organize and draft notes for records for copy and disclosure, re-group, re-box, prepare for white coconut delivery; teleconference with [REDACTED] course	8.00	2,000.00

			<u>Hours</u>	<u>Amount</u>
		of business inspection, as is document inspection where they are; draft correspondence to [REDACTED] TAL JR re: [REDACTED] production status; Gate Saipan to Guam Gate.		
7/8/2013	DJB	Review and draft forward to Atty. [REDACTED] TAL JR re: Supreme Court Northern Mariana Islands Statement of Status of Appeal, opinion on appeal and settlement in principle reached, work with AGO T. Sablan.	0.25	62.50
	DJB	Review and draft reply correspondence to Atty. [REDACTED] re: status report of insert comments to NMI Supreme Court for Writs on appeal.	0.50	125.00
	DJB	Review and draft reply correspondence to Atty. [REDACTED] Atty. [REDACTED] re: [REDACTED] production, 8 boxes complete, CD-Rom requested.	0.25	62.50
	DJB	Legal analysis and meet and confer with TAL JR re: review Atty. [REDACTED] progress on filed Court papers with Supreme Court NMI, AGO need to co-sign status of case; Plaintiffs' draft Settlement Agreement late and requirement for deadline satisfaction; review correspondence Atty. BH re: problem with deadline on Oppositions to Motions to Remand and Oppositions to Motions to Dismiss.	0.25	62.50
7/9/2013	DJB	Edit and draft supplement to request for clarification; review and draft reply correspondence to Atty. [REDACTED], TAL JR and [REDACTED] re: clarification to District Court; review CNMI Supreme Court statement on status.	0.50	125.00
	DJB	Review and draft reply opinion to [REDACTED] TAL JR re: [REDACTED] production options, Request for Production of Documents defenses and objections, voluminous boxes, CD-Rom and necessity of attorney review.	0.25	62.50

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7/9/2013	DJB	Conference with TAL JR, [REDACTED] re: calendar Fund Answer to Counterclaim Bellas deadline, [REDACTED] production status, paralegal employment, staffing pattern, catalogue documents, necessity of attorney review, request for clarification of deadline for Fund Opposition to Motion to Remand, schedules, divide responsibility.	0.75	187.50
7/10/2013	DJB	Review LP report on PL 17-82 / 18-2 pay-out, Tranche A, balance on hand, estimate amount required for pay-out; respond to request for data from AGO.	0.25	62.50
7/11/2013	DJB	Review and forward Order granting extension of time on deadline to file Fund Opposition to Motion to Remand; review Order from NMI Supreme Court re: extend time to report details of possible settlement.	0.25	62.50
	DJB	Review and draft reply opinion to TAL JR, [REDACTED] re: [REDACTED] production status, use of staff counsel.	0.25	62.50
	DJB	Review and draft reply opinion to [REDACTED] coordinate Retirement Staff, Atty. [REDACTED] TAL JR procedures for review of [REDACTED] boxes for release to copy shop.	0.25	62.50
7/12/2013	DJB	Review and forward to [REDACTED] re: reasons for [REDACTED] document production; review Ned McGuire scenario for DOF/NMI pay as you go plan.	0.25	62.50
	DJB	Review and draft reply correspondence to TAL JR, [REDACTED] re: [REDACTED] work, USB verification, transfer of pdf documents and complete [REDACTED] review.	0.25	62.50
	DJB	Review and calendar new Schedule Order dates, deadline of Fund Opposition to Motion to Remand and status report to NMI Supreme Court,	0.25	62.50

			<u>Hours</u>	<u>Amount</u>
		modifications for Johnson and Removed Govendo action; coordinate review and reply to Atty. [REDACTED] re: work on CUC counter-offer letter, request revised USB storage device for scanned documents from [REDACTED]		
7/12/2013	DJB	Legal analysis and study draft Settlement Agreement 50 pages from Atty. Hatch; review and reply TAL JR, [REDACTED] re: plans for conference on settlement document.	1.25	312.50
	DJB	Legal analysis and study; draft notes on Atty. Hatch proposed Settlement Agreement and many supporting Exhibits; cross-reference to previous drafts.	2.25	562.50
7/13/2013	DJB	Draft Memorandum to TAL JR, [REDACTED] re: list all primary concerns on Plaintiffs proposed Settlement Agreement, Retirement Fund liabilities, highlight problems with Class counsel and Trustee Ad Litem payments.	1.50	375.00
7/15/2013	DJB	Edit and draft supplemental opinion to TAL JR re: settlement document proposed by Plaintiff's Atty. Hatch; draft correspondence to TAL JR, [REDACTED] re: main concepts of concern.	0.75	187.50
	DJB	Legal analysis and teleconference with [REDACTED] TAL JR re: Parts 1-4, Exhibits A, B, C and primary concerns, alternative scenarios and divide responsibilities for review.	0.75	187.50
	DJB	Legal analysis teleconference [REDACTED] TAL JR re: Plaintiff's proposed settlement agreement document; edit and draft supplement to TAL's reply and request for changes on Plaintiff's settlement agreement document.	1.25	312.50
	DJB	Review correspondence from [REDACTED] TAL JR re: Parts 4-8, settlement agreement documents, Exhibits C, D and E; Teleconference with TAL JR.	0.25	62.50

			<u>Hours</u>	<u>Amount</u>
7/16/2013	DJB	Edit and draft the TAL's supplement to Plaintiff proposed settlement agreement re: comment on all counsels edit and request for changes.	1.75	437.50
	DJB	Review Judge Faris' reply opinion and comments with TAL JR and [REDACTED]	0.25	62.50
	DJB	Draft reply opinion and correspondence to TAL JR re: liability for opt outs; require mutual release of Retirement Fund liabilities and debts, DOF responsible for payment of benefits to all optouts.	0.25	62.50
	DJB	Teleconference legal analysis with Atty. [REDACTED] re: Fund Production of Documents [REDACTED] for Production of Documents, USB contents and division of responsibility for review.	0.25	62.50
	DJB	Review and draft reply correspondence to [REDACTED] TAL JR re: litigation list, administrative matters list and need to supplement and update.	0.25	62.50
	DJB	Teleconference with Atty. [REDACTED] re: location of [REDACTED] boxes for completed review on production [REDACTED] Production, [REDACTED] analysis of Fund Manager performance.	0.25	62.50
7/17/2013	DJB	Review and draft reply correspondence to Atty. Dotts re: progress on [REDACTED] USB digital file transfer, document reproductions; draft correspondence to Atty. BH re: control and movement of [REDACTED] to copy shop for reproduction.	0.25	62.50
	DJB	Legal analysis and study Wilshire revised tables re: completion, duration, shortfall of \$100M beginning balance, \$53M to go to CNMI Government employees.	0.25	62.50

		<u>Hours</u>	<u>Amount</u>
7/17/2013	DJB	Meet and confer TAL JR re: settlement problems, objections of AGO R. Patel.	0.25 62.50
7/18/2013	DJB	Review and forward opinion on Hatch request re: Wilshire actuary reports to share with all counsel on settlement negotiations; review and draft reply TAL JR, [REDACTED] re: respond to Judge Faris request, provided advise and suggestions, correspondence to Atty. AGO R. Patel; review and reply teleconference meet and confer with TAL JR, AGO R. Patel re: request revisions to settlement agreement.	0.50 125.00
	DJB	Legal analysis teleconference with AGO R. Patel, TAL JR re: Retirement Fund operations, finances, actuarial calculations, assets and liabilities, transfers and deadline for reply.	1.00 250.00
	DJB	Review and draft reply to TAL JR re: second set of edits to Plaintiff's proposed settlement documents, the account receivables problem, the writ cases, edit and draft revisions to Plaintiff's settlement agreement; review [REDACTED] edits for comment and circulation to settlement agreement.	1.00 250.00
	DJB	Meet and confer with TAL JR and review and reply [REDACTED] re: confirm deadline briefs on July 23 for opposing parties, Retirement Fund briefs on July 29 and coverage for hearing of AIN Motion to Intervene.	0.25 62.50
7/19/2013	DJB	Review Judge Faris comments; draft opinion to TAL JR re: [REDACTED] enforcement provision in settlement agreement, assignment of judgment from RF to plaintiffs, settlement fund, autonomous agency responsibility, ambiguity of meaning of total employer contributions balance; work and coordinate with Atty. [REDACTED] problems with the process of [REDACTED] arbitration; teleconference legal analysis TAL JR re: resolve Judge Faris request for total employer	1.00 250.00

		<u>Hours</u>	<u>Amount</u>
	contribution balance, AGO Patel request to explain difference between actuarial tables and payout 65M v. 71M per year.		
7/19/2013	DJB Review and draft reply to Atty. [REDACTED] re: [REDACTED] weeks, [REDACTED] week, [REDACTED] Gigs of data for turnover and review, Federal Court deadline; review TAL JR, Judge Faris request re: begin dialogue in direct exchange, recommend motion file asap; Review of comments on media reports of retiree's objections.	0.25	62.50
	DJB Teleconference with Atty. [REDACTED] re: split IFS, Fiduciary Audit, BOT Policy between stock market portfolio files and IFS, Policy and BOT folders, July 25 extension for Fund to respond to Bellas counterclaim, PSS and NMC July 24 deadline to answer our filed Motion to Dismiss.	0.50	125.00
7/20/2013	DJB Review Judge Faris opinion and correspondence re: suggestions for continuance; teleconference, legal analysis TAL JR re: edits to settlement agreement from government, review Wilshire N. McGuire re: revised table of time/rate to depletion.	0.50	125.00
	DJB Legal analysis, study and edit settlement agreement re: government [REDACTED] optouts, [REDACTED] TAL or plaintiff, problem of no filed consent judgment, no schedule of money payments; draft opinion to TAL JR re: schedule of settlement proceedings.	1.00	250.00
	DJB Review and draft reply correspondence and forward to Atty. Hatch re: revised settlement agreement and stipulation.	0.25	62.50
7/21/2013	DJB Review and draft reply opinion correspondence TAL JR, Atty. [REDACTED] re: response to plaintiff's Atty. Hatch revised draft settlement agreement, re: concern over defense of RF, limitations to negotiations, and expedited review of possible	0.50	125.00

			<u>Hours</u>	<u>Amount</u>
		consent judgment effects on TAL and Retirement Fund.		
7/21/2013	DJB	Legal analysis teleconference with TAL JR, Atty. [REDACTED] re: priorities to RF, [REDACTED] deal breaker points, A List, B List of request changes, mutual release and global settlement.	0.75	187.50
	DJB	Legal analysis and study Atty. Hatch memorandum to AGO and government re: revised settlement agreement, policy concerns, stipulation to settlement, draft notes of concern to fund exceptions by Fund and objections of Fund.	1.00	250.00
	DJB	Draft RF Memorandum to TAL JR, [REDACTED] re: Retirement Fund [REDACTED] deal breaker points, collection of excerpts of previous agreements, revise paragraph 29 release, revise paragraph 9 fees of TAL and plaintiffs, add paragraph 4 class definition and revise paragraph 18.	1.50	375.00
7/22/2013	DJB	Edit and draft supplement to confidential memorandum to TAL JR, [REDACTED] re: inadequate release, mistaken references and new liability exposure.	1.00	250.00
	DJB	Draft new Mutual Release and Waiver for Settlement as new Exhibit "F" [REDACTED] [REDACTED] the Fund's possible liability to autonomous agencies.	2.50	625.00
	DJB	Review and draft reply correspondence to TAL JR re: Judge Faris meeting place and time, [REDACTED] priority, [REDACTED] deal-breakers; review AGO Patel request/TAL JR reply; review request for more tables from Wilshire; organize legal research for Fund Opposition to Motion to Remand the Removed case.	0.50	125.00

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7/22/2013	DJB		
	Teleconference with TAL JR, [REDACTED] re: settlement proposals, [REDACTED] document production for pending request, schedule of proceedings, Fund Opposition to Motion to Remand, Fund Opposition to Motion to Dismiss.	0.25	62.50
	DJB		
	Edit and draft supplemental letter to Atty. R. Torres for CPA re: settlement status, additions to [REDACTED] letter to Torres.	0.25	62.50
	DJB		
	Draft supplement and edit all documents for settlement incl. Mutual Release and Indemnity Agreement; Consent Judgment; Confidential Memorandum on Settlement Proposals; draft letter to Judge Faris only re: paragraph 18 Notice to Class mailing; review Judge Faris draft reply correspondence re: Settlement Conference schedule and coordinate date of meeting; review and forward Orders re: modify briefing schedules in Johnson and Removed action.	4.00	1,000.00
7/23/2013	DJB		
	Meet and confer and legal analysis with TAL JR re: Judge Faris request to distribute new paragraph 18; Draft correspondence to Attys. AGO RP, MB and RH re: mail Class Notice paragraph 18 changes required; review and reply Atty. BH re: [REDACTED] archives of documents, split review, stock portfolio to [REDACTED]; draft memorandum summary to TAL JR, [REDACTED] re: physical archive storage locations, finance and investment subcommittee of Board of Trustees, size, place and descriptions; Work and legal analysis on [REDACTED] arbitration.	7.50	1,875.00
7/24/2013	DJB		
	Attend Settlement Conference in Honolulu with Judge Faris, TAL JR, Atty. Hatch, teleconference Bronster, AGOs Patel, Birnbrich and Sablan, Governor re: line-by-line deal-making argument and negotiation; litigation tables edited and circulated; review and draft reply correspondence to Atty. [REDACTED] re: charts, graphs and tables; legal analysis and	7.00	1,750.00

		<u>Hours</u>	<u>Amount</u>
	teleconference Atty. [REDACTED] with TAL JR re: settlement strategy and mediation arguments.		
7/25/2013	DJB		
	Meet and confer TAL JR and Atty. [REDACTED] [REDACTED] [REDACTED] re: strategy and plans for arbitration in [REDACTED]; edit and draft supplement to Mutual Release and Consent Judgment; legal analysis and teleconference with Atty. [REDACTED] re: press release, Mutual Release and Indemnity Agreement and Consent Judgment; edit and draft supplemental press release and terms and conditions for Fund to accept settlement; review AGO and Atty. Hatch e-mail correspondence re: expedited settlement documents changes and negotiated exchanges.	7.25	1,812.50
7/26/2013	DJB		
	Legal analysis and meet and confer TAL JR, [REDACTED] [REDACTED] re: production of documents and damages strategy discussion and session, exchange USB drives, redaction [REDACTED] schedule of events, and omission of [REDACTED] records.	6.00	1,500.00
7/27/2013	DJB		
	Legal analysis and meet and confer TAL JR, [REDACTED] [REDACTED] [REDACTED] re: strategy and claim development; draft directions and request to Plaintiffs' Attys. R. Hatch, M. Bronster re: mail to list of defined benefit plan members; review and reply Atty. [REDACTED] re: Waiver and Consent form required; edit and draft supplement to Confidentiality and Common Interest Agreement; review and coordinate with Atty. [REDACTED] re: press release, ER contributions due and review and draft reply Judge Faris correspondence.	7.50	1,875.00
7/28/2013	DJB		
	Legal analysis and meet and confer with TAL JR, [REDACTED] [REDACTED] re: class action concerns, opt-out procedures, release details, payments transfers, Consent Judgment, tax claims, negotiate [REDACTED] Agreement and execute; review and draft reply to	8.00	2,000.00

		<u>Hours</u>	<u>Amount</u>
	Atty. [REDACTED] re: Waiver and Release form, Consent Judgment, Fund's FAQs and schedule proceedings; review and reply Atty. R. Hatch re: exhibits, names, deadline for settlement process; edit and draft supplement to Stipulation to Settlement Agreement; review signed [REDACTED] Agreement for approval and limited distribution.		
7/29/2013	DJB Legal analysis and meet and confer TAL JR re: opt-out definition, no notice of risk and cost to Class, problems with explanation to defined benefit plan members; Draft changes to Settlement documents; review and draft reply opinion to Atty. [REDACTED] re: Judgment shall include meaning of opt-outs; review Schedule Orders in Betty Johnson and Removed action and forward to all concerned; legal analysis and edit and draft supplement to Notice to Class Exhibit "C", Stipulation to Settlement Agreement, Consent Judgment Exhibit "B" and Atty. [REDACTED] summary of RF concerns from staff and Administrator.	7.25	1,812.50
7/30/2013	DJB Legal analysis and meet and confer with TAL JR re: draft supplement, edit and make changes to Exhibits "A", "B", "C", "D", and "E"; edit and draft supplement to Notice to Class Members; review and draft reply correspondence to Atty. [REDACTED] TAL JR re: schedule of expedited proceedings, Judge Faris concerns, AGO objections and changes to deal.	7.00	1,750.00
7/31/2013	DJB Legal analysis and meet and confer TAL JR re: Plaintiffs' revisions to July 30 Settlement Agreement draft, new tax issues, [REDACTED] responsibility and liability, Mutual Release and Indemnity Agreement, litigation continuing privileges; review and reply correspondence to Atty. [REDACTED] Atty. Hatch and [REDACTED] re: schedule, exhibits, hearing, Chambers Conference, proposed Town Hall meeting, court hearing, schedule and coverage; review and forward Orders for Schedule and inquire on Order under seal.	7.50	1,875.00

	<u>Hours</u>	<u>Amount</u>
For professional services rendered	121.25	\$30,312.50
Total amount of this bill		<u>\$30,312.50</u>

Attorney Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>
Daniel J. Berman	121.25	250.00